

TRINITY INDUSTRIES LEASING COMPANY  
2705 State Street  
Chicago Heights, Illinois 60411

RECORDATION NO. 16017 P  
AUG 28 1992 - 12 18 PM

INTERSTATE COMMERCE COMMISSION

August 25, 1992

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

~~16017 - P~~~~16017 - Q~~RECORDATION NO. 16017-A FILED 1423

AUG 28 1992 - 12 18 PM

Re: Documents for Recordation

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Termination and Release dated as of August 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Release"), a secondary document as defined in the Rules and Regulations; and

2. Three (3) executed originals of a Bill of Sale dated August 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Release and Bill of Sale relate to the Equipment Trust Agreement, which was filed and recorded under Recordation Number 16017 on November 8, 1988, and subsequently supplemented by assignments, supplements and bills of sale under Recordation Numbers 16017-A - 16017-O.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company  
2705 State Street  
Chicago Heights, Illinois 60411

Trustee: NationsBank of Texas, N.A.  
901 Main Street, 16th Floor  
Dallas, Texas 75202

A description of the railroad equipment covered by the Release and the Bill of Sale is set forth in Exhibit A hereto.

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Interstate Commerce Commission  
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The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$30.00 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Release and the Bill of Sale not needed for your files to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

Secondary Documents. (i) Termination and Release dated as of August 25, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank) and (ii) Bill of Sale dated August 25, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the Equipment Trust Agreement referred to in (i) above).

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop  
Neil O. Shoop  
Treasurer

Enclosures

83540 05704 CORP 13623

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BILL OF SALE  
(Series 7)

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE, dated the 25th day of August, 1992, between NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (hereinafter called "Seller"), and Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Buyer"), as contemplated by Section 5.05 of the Equipment Trust Agreement dated as of November 4, 1988 (as amended or restated, the "Equipment Trust Agreement"), between Seller and Buyer.

W I T N E S S E T H:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to Buyer all of its right, title and interest in and to all of the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes (the "Equipment") which Seller previously acquired from Buyer. Seller hereby warrants that it has not placed on the Equipment any security interest, lien, or other encumbrance, consensual or otherwise, at any time during which the Trustee held legal or equitable title to the Equipment. EXCEPT AS EXPRESSLY SET FORTH ABOVE, SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

NATIONSBANK OF TEXAS, N.A.,  
TRUSTEE

By: 

Name: LINDA MCNEIL

Title: Vice President

[SEAL]

ATTEST:



Name:

Title: Assistant Secretary

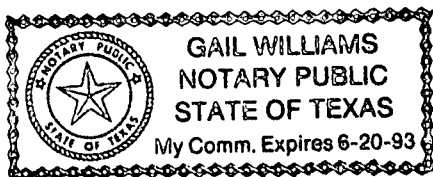
STATE OF TEXAS       §  
                              §  
COUNTY OF DALLAS   §

The foregoing instrument was acknowledged before me on this  
the        day of August, 1992 by LINDA MCNEIL, a  
Vice President of NationsBank of Texas, N.A., formerly  
named NCNB Texas National Bank, a national banking association,  
on behalf of said association.

Gail Williams  
Notary Public, State of Texas

My Commission Expires:

GAIL WILLIAMS  
Printed Name of Notary



**EXHIBIT A  
(Series 7)**

**Description of Existing Leases**

1. Railroad Car Lease Agreement, dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. covering the following described railroad car (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Hopper Cars	TILX 511478

2. Railroad Car Net Lease Agreement, dated March 1, 1989, between Trinity Industries Leasing Company and Chemical Marketing Services, Inc. (assigned to Koch Sulfur Products Company) covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	34,000 Gal. .112J340W Tank Cars	TILX 300301, 300306-300310, 300312, 300313, 300315, 300317-300320, 300323